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5/15/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000008054 3))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: SKY IS THE LIMIT & ASSOCIATES, INC.
AUDIT NUMBER.....H97000008054
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

FILED
97 MAY 16 AM 8:15
TALLAHASSEE, FLORIDA

8/11/97

ARTICLES OF INCORPORATION
OF

SKY IS THE LIMIT & ASSOCIATES, INC.

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

SKY IS THE LIMIT & ASSOCIATES, INC.

The principal place of business of this corporation shall be:

645 N.W. 103rd Court Miami, Florida 33172

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 100 Shares at \$1.00 Par Value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Mercedes Y. Lopez 645 N.W. 103rd Court
Miami, FL 33172

Luis R. Lopez 645 N.W. 103rd Court
Miami, FL 33172

Prepared by: Luis R. Lopez
645 N.W. 103rd Court
Miami, FL 33172
(305) 261-5779

97 MAY 16 AM 8:16
TALLAHASSEE, FLORIDA

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ARTICLE VI INCORPORATOR(S)

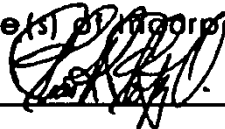
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Mercedes Y. Lopez 645 N.W. 103rd Court
Miami, Fl 33172

Luis R. Lopez 645 N.W. 103rd Court
Miami, Fl 33172

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 15th day of May, 1997.

Signature(s) of incorporator(s)



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

97 MAY 16 AM 8:16
FILED
TALLAHASSEE, FLORIDA

1. The name of the corporation:

SKY IS THE LIMIT & ASSOCIATES, INC.

2. The name and address of the registered agent and office is:

Luis R. Lopez 645 N.W. 103rd Court

(P.O. BOX NOT ACCEPTABLE)

Miami, Fl 33172

(CITY/STATE/ZIP)

SIGNATURE

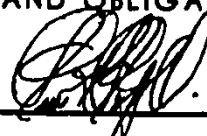


TITLE DIRECTOR

DATE 05/15/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE 05/15/97

H97000008054